

# NOTICE

**NOTICE** is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Members of eClerx Services Limited ("the Company") will be held on Wednesday, September 21, 2022 at 12:30 p.m., Indian Standard Time ("IST") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") facility to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider, approve and adopt:
  - a. The Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon;
  - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Auditors thereon.
2. To declare dividend for the year ended March 31, 2022 amounting to Re. 1/- per share.
3. To appoint a Director in place of Mr. Anjan Malik, (DIN: 01698542) who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

### 4. To appoint Mr. Naresh Chand Gupta (DIN: 00172311) as a Director in the capacity of Non-Executive Independent Director of the Company

To consider, and if thought fit, to pass with or without modification(s) the following resolution(s) as a **Special Resolution(s)**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Schedule IV to the Act, Mr. Naresh Chand Gupta (DIN: 00172311), who was appointed as an Additional Director of the Company by the Board of Directors, under Section 161 of the Act, to hold office up to the date of this Annual General Meeting and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of

Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term up to August 8, 2027, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Key Managerial Personnel of the Company be and are hereby severally authorised, to do all acts, deeds, matters or things and take such steps as may be necessary or desirable in this regard."

### 5. To appoint Mr. Naval Bir Kumar (DIN: 00580259) as a Director in the capacity of Non-Executive Independent Director of the Company

To consider, and if thought fit, to pass with or without modification(s) the following resolution(s) as a **Special Resolution(s)**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Schedule IV to the Act, Mr. Naval Bir Kumar (DIN: 00580259), who was appointed as an Additional Director of the Company by the Board of Directors, under Section 161 of the Act, to hold office up to the date of this Annual General Meeting and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term up to August 8, 2027, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Key Managerial Personnel of the Company be and are hereby severally authorised, to do all acts, deeds, matters or things and take such steps as may be necessary or desirable in this regard."

### 6. To appoint Ms. Roshini Bakshi (DIN: 01832163) as a Director in the capacity of Non-Executive Independent Director of the Company

To consider, and if thought fit, to pass with or without modification(s) the following resolution(s) as a **Special Resolution(s)**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Schedule IV to the Act, Ms. Roshini Bakshi (DIN: 01832163), who was appointed as an Additional Director of the Company by the Board of Directors, under Section 161 of the Act, to hold office up to the date of this Annual General Meeting and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term up to August 8, 2027, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Key Managerial Personnel of the Company be and are hereby severally authorised, to do all acts, deeds, matters or things and take such steps as may be necessary or desirable in this regard.”

#### 7. To approve payment of remuneration by way of commission to Non-Executive Independent Directors of the Company

To consider, and if thought fit, to pass with or without modification(s) the following resolution(s) as a **Special Resolution(s)**:

**“RESOLVED THAT** in supersession of earlier resolution(s) dated August 29, 2019 passed for this purpose, and pursuant to Section 197, Rules made thereunder and all other applicable provisions, if any, of Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the laws prevailing for the time being and such alterations and modifications, if any, that may be effected pursuant to any change in policies, Acts or Laws, Guidelines, Rules and Regulations relating to Managerial Remuneration or in response to any application(s) for review and reconsideration submitted by the Company in that behalf to the concerned authorities, if any, the consent of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as ‘the Board’ which term shall

be deemed to include any Committee, including Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), for making payment of remuneration by way of commission to Non-Executive Independent Directors of the Company, an aggregate sum not exceeding 1% of net profit of the Company for the respective financial year, as calculated, inter-alia, in accordance with the provisions of Section 198 of the Act, subject to a limit of Rs. 35,00,000/- (Rupees Thirty Five Lakhs Only) per annum per Non-Executive Independent Director for the period commencing from financial year 2022-23 till financial year 2024-25, in addition to the fees payable to them for attending the meeting(s) of Board of Directors of the Company or any Committee(s) thereof, besides reimbursement of actual expenses for attending the same, as permitted.

**RESOLVED FURTHER THAT** subject to the provisions of the Act and/or any other Rules, Regulations and legislations present and future as are/may become applicable, the Board be and is hereby authorised to define the process and periodicity pertaining to such payment provided the total aggregate remuneration to the Non-Executive Independent Directors will not exceed the limits as aforesaid for the respective financial year in conformity with the provisions of the Rules, Regulations, legislations, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board  
For eClerx Services Limited**

sd/-  
**Pratik Bhanushali**

Place: Mumbai      Company Secretary & Compliance Officer  
Date: August 9, 2022      F8538

**Registered Office:** 1<sup>st</sup> Floor, Sonawala Building, 29 Bank Street, Fort, Mumbai - 400 023, Maharashtra, India.  
CIN: L72200MH2000PLC125319

**NOTES:**

1. On account of the continuing COVID-19 pandemic, pursuant to General Circular No. 2/2022 dated May 5, 2022, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 22<sup>nd</sup> Annual General Meeting ("AGM") of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue and accordingly, Attendance Slip is not annexed hereto. The deemed venue for the AGM shall be 4<sup>th</sup> Floor, Express Towers, Nariman Point, Mumbai – 400 021.

2. Members attending the meeting through VC/OAVM facility will be counted as quorum. There is no requirement for appointment of proxies since the requirement of physical presence has been dispensed with for AGMs to be held this year. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM and the Proxy Form is not annexed hereto. However, pursuant to Section 113 of the Act, Corporate members are entitled to appoint their authorised representatives to attend and vote on their behalf at the meeting and are required to send through their registered email address, a certified scanned copy of the Board resolution of such authorisation to [investor@eclerx.com](mailto:investor@eclerx.com).

The Company has engaged the services of M/s. KFin Technologies Limited ("Kfintech"), Registrars and Transfer Agents ("RTA"), to provide VC facility and e-voting facility for the AGM.

3. The Annual Report, Notice of the AGM and other documents sent through e-mail are also available on the Company's website [www.eclerx.com](http://www.eclerx.com).

4. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed hereto.

**5. DISPATCH OF ANNUAL REPORT**

*In terms of the MCA Circulars and SEBI Circular, Notice convening the 22<sup>nd</sup> AGM along with the Annual Report 2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same, as per SEBI Circular SEBI/HO/CFD/CMD2/*

*CIR/P/2022/62 dated May 13, 2022. The Notice of AGM along with the Annual Report 2022 will also be available on the website of the Company at [www.eclerx.com](http://www.eclerx.com), websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Company's Registrar and Transfer Agent, Kfintech at <https://evoting.kfintech.com>.*

**6. URGENT AND IMPORTANT – REGISTER YOUR EMAIL ADDRESS**

In order to receive all communications including Annual Report, Notices, Circulars, etc. from the Company electronically, Members holding shares in physical form and who have not registered their e-mail addresses so far, are requested to do so by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> and providing the requisite details of their holdings and documents for registering their e-mail address or through prescribed Form ISR-1 made available on Company's website at <https://eclerx.com/investor-relations/forms-for-physical-shareholders/>; and Members holding shares in dematerialized form are requested to register their e-mail address with their respective Depository Participant(s).

7. For holders of physical securities, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 has mandated:

- Furnishing of PAN, KYC details and Nomination details who have not yet updated with RTA by March 31, 2023 and
- Linking PAN with Aadhaar by March 31, 2022.

The forms for updating the same are available at <https://eclerx.com/investor-relations/forms-for-physical-shareholders/>. Please note that the folios wherein any one of the aforementioned details are not available by the abovementioned respective due dates, shall be frozen by the RTA.

**8. PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM**

- (i) Members will be provided with a facility to attend the AGM electronically through video conference platform made available by Kfintech. For accessing the same, Members may visit the e-voting website of Kfintech i.e. <https://emeetings.kfintech.com/> under [shareholders/members](#) login by using secure login credentials. The link for attending the AGM electronically will be available under [shareholder/members](#) login where AGM event of eClerx Services Limited can be selected.

- (ii) For better experience, Members are requested to join the meeting using Google Chrome (preferred browser) or other browsers such as Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
- (iii) Members are requested to grant access to the web-cam to enable two-way video conferencing and are advised to use stable Wi-Fi or LAN connection to ensure smooth participation at the AGM. Participants may experience audio/video loss due to fluctuation in their respective networks.
- (iv) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request from their registered email addresses mentioning name, DP/Client ID or Folio No., PAN and Mobile number at [investor@eclerx.com](mailto:investor@eclerx.com) from Friday, September 16, 2022 (9:00 a.m. IST) up to Sunday, September 18, 2022 (5:00 p.m. IST). Alternatively, Members may register themselves as a speaker, during such time, by clicking 'Speaker Registration' tab available on the e-voting website of Kfintech <https://emeetings.kfintech.com/> and shall be provided a 'queue number' in advance. The Company reserves the right to restrict the number of speakers to those, who have done the prior-registration, depending on the availability of time at the AGM.
- (v) Members who may wish to post queries for the AGM, may visit <https://emeetings.kfintech.com/> and click on the Tab "Post Your Queries Here" in the window provided, from Friday, September 16, 2022 (9:00 a.m. IST) up to Sunday, September 18, 2022 (5:00 p.m. IST) by mentioning their name and demat account number. Members may note that depending upon the availability of time, questions may be answered during the AGM or responses will be shared separately after the AGM.
- (vi) Facility for attending the AGM through electronic means (VC/ OAVM) shall be made available 15 minutes before the scheduled time for the AGM and will be available for at least 1,000 Members, at a time, on first come first serve basis ("FIFO") and shall be kept open throughout the proceedings of AGM.
- (vii) There will be no restrictions on account of FIFO entry into AGM for Members holding 2% or more shareholding as on the cut-off date for e-voting and also for the Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors of the Company, etc.
- (viii) For any assistance required for attending AGM through VC/OAVM, Members may contact Mr. S V Raju of Kfintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at 1800 309 4001 (Toll Free).
9. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM. Please note that pursuant to SEBI Circular SEBI/HO/IMD/DF4/CIR/P/2021/29 dated March 5, 2021, Mutual Funds are required to cast their votes compulsorily w.e.f. April 1, 2022.
10. In case of joint holders, a Member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote at the AGM.
11. In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or Kfintech in the following cases viz. deletion of name, transmission of shares and transposition of shares.
12. The Register of Members and Share Transfer Books will remain closed from Friday, September 9, 2022 to Wednesday, September 21, 2022 (both days inclusive) for the purpose of Annual General Meeting. Record date for the purpose of ascertaining dividend eligibility is Monday, August 22, 2022.
13. The Statement pursuant to Section 102 of the Act, as amended, setting out material facts concerning the business with respect to Item Nos. 4, 5, 6 and 7 forms part of this Notice. Additional information, pursuant to Regulation 36(3) and 36(5) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this AGM is furnished as an Annexure to the Notice.
14. The applicable statutory registers and the certificate from the Secretarial Auditors of the Company certifying that the Company's Employee Stock Option Scheme(s)/ Plan(s) are being implemented in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and other applicable Regulations, if any, and in accordance with the resolutions passed by the Company in the earlier General Meeting(s), will be available electronically for inspection by the Members during the AGM. Members are requested to send an email to [investor@eclerx.com](mailto:investor@eclerx.com) in advance, if they wish to inspect such documents during the AGM.

Further, all documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members

seeking to inspect such documents can send an email to [investor@eclerx.com](mailto:investor@eclerx.com).

#### 15. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-voting**"). Further, the facility for voting through electronic voting system will also be made available during the AGM ("**Instapoll**") and members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote during the AGM through Instapoll. The Company has engaged the services of Kfintech as the agency to provide both remote e-voting and Instapoll.

A person whose name is recorded in the Register of Members as on the cut-off date i.e. Wednesday, September 14, 2022 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Instapoll. The remote e-voting period will commence on Friday, September 16, 2022 (9:00 a.m. IST) and will end on Tuesday,

September 20, 2022 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently or cast their vote again. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 14, 2022.

The Company has appointed Mrs. Ashwini Inamdar, (Membership No. FCS 9409), failing her Mrs. Aditi Patnaik (Membership No. ACS 45308) and failing her Mrs. Alifya Sapatwala (Membership No. ACS 24091) Partners of M/s. Mehta & Mehta, Practicing Company Secretaries (ICSI Unique Code P1996MH007500), to act as the Scrutinizer, to *inter-alia*, scrutinize the remote e-voting and Instapoll process in a fair and transparent manner.

A Member can opt for only single mode of voting i.e. through Remote e-voting or Instapoll. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and voting done through Instapoll shall be treated as invalid.

**THE MANNER OF VOTING THROUGH REMOTE E-VOTING IS AS UNDER:****I. Individual Shareholders holding securities in Demat Form**

- **Login through Depositories**

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

**NSDL****CDSL****1. User already registered for IDeAS (Internet-based Demat Account Statement) facility:**

- I. URL: <https://eservices.nsdl.com>
- II. Click on the 'Beneficial Owner' icon under 'IDeAS' section.
- III. On the new page, enter User ID and Password. Post successful authentication, click on 'Access to e-voting'.
- IV. Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.

**2. User not registered for IDeAS e-Services**

- I. To register click on link :  
<https://eservices.nsdl.com>  
Select 'Register Online for IDeAS'  
or  
<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- II. Proceed with completing the required fields.

Post registration is completed, follow the process as stated in point no. 1 above.

**3. By visiting the e-voting website of NSDL**

- I. URL: <https://www.evoting.nsdl.com/>
- II. Click on the icon "Login" which is available under 'Shareholder/Member' section.
- III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.
- V. Click on company name or e-voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-voting period.

**1. Existing user who have opted for Easi/Easiest**

- I. URL: <https://web.cdslindia.com/myeasi/home/login>  
or  
URL: [www.cdslindia.com](http://www.cdslindia.com)
- II. Click on New System Myeasi
- III. Login with User id and Password.
- IV. Option will be made available to reach e-voting page without any further authentication.
- V. Click on e-voting service provider name to cast your vote.

**2. User not registered for Easi/Easiest**

- I. Option to register is available at  
<https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- II. Proceed with completing the required fields

Post registration is completed, follow the process as stated in point no. 1 above.

**3. By visiting the e-voting website of CDSL**

- I. URL: [www.cdslindia.com](http://www.cdslindia.com)
- II. Provide demat Account Number and PAN No.
- III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- IV. After successful authentication, user will be provided links for the respective ESP (E-voting Service Provider) where the e-voting is in progress.
- V. Click on company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

- **Login through their Depository Participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:**

*Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.*

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 224 430	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542/43.

**II. Non-Individual shareholders and shareholders holding securities in Physical Form:**

- Initial Password is provided in the body of the email.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and Password mentioned in your email. Your Folio No. will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the details appropriately, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. eClerx Services Limited.
- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click "FOR"/"AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR" and/or "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- Click on "SUBMIT". A confirmation box will be displayed. Click 'OK' to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [Evoting@mehtamehta.com](mailto:Evoting@mehtamehta.com) with a copy marked to [evoting@KFintech.com](mailto:evoting@KFintech.com) and [investor@eclerx.com](mailto:investor@eclerx.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_Event No."
- In case of any query and/or grievance, in respect of voting by electronic means or voting through Instapoll, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of <https://evoting.kfintech.com/> (KFintech website) or contact Mr. S. V. Raju, Deputy Vice President (Unit: eClerx Services Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana or at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free no. 1800 309 4001 for any further clarifications.

### III. Information and instructions for Instapoll (Voting during the AGM):

The e-voting window shall be activated upon instructions of the Chairman during the AGM proceedings. Members shall then click on the "Vote" icon on the webpage and follow the instructions to vote on the resolutions.

The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The results shall be declared at or after the meeting. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.eclerx.com](http://www.eclerx.com). The Company shall simultaneously submit the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

within the statutory time limit of 30 days, to those Members whose names are registered in the Register of Members of the Company on Monday, August 22, 2022 in case of shares held in physical form. In case of shares held in dematerialized form, the dividend thereon shall be paid to the Beneficial Owners as at the end of the business on Monday, August 22, 2022, as per lists to be provided by the Depositories for the said purpose.

- b. Members who wish to claim their dividends declared in past and which remains unclaimed, are requested to contact Kfintech, Unit: eClerx Services Limited, KFin Technologies Ltd. Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana or write to the Company at its Registered office. Members are requested to note that, pursuant to Section 124 of the Act read with the Rules framed thereunder, dividend not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to Investor Education and Protection Fund.

### 16. Members are requested to:

- a. send their queries, if any, on the operations/financials of the Company through e-mail at [investor@eclerx.com](mailto:investor@eclerx.com) on or before Saturday, September 17, 2022 (5.00 pm IST), so that the information could be compiled in advance.
- b. immediately intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, bank mandate details, etc., to their DPs in case the shares are held in electronic form and to Kfintech, Unit: eClerx Services Limited, KFin Technologies Ltd., Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, in case of shares held in physical form, in prescribed Form ISR-1 and other forms as made available on Company's website at <https://eclerx.com/investor-relations/forms-for-physical-shareholders/>.
- c. not leave their demat account(s) dormant for long and obtain periodic statement of holdings from your respective Depository Participant(s) and also verify your holdings to prevent fraudulent transactions.
- c. Members are requested to register/update their Bank Account details with their respective Depository Participant(s), if shares are held in dematerialised form or with Kfintech, as mentioned in point. No. 16.b., if shares are held in physical mode. Final Dividend if approved by the Members at this AGM will be directly credited to the bank accounts of the shareholders as per the details available with the Company within the prescribed timelines. In case of shareholders who have not registered their bank details, demand drafts will be sent to them in due course of time. Members are encouraged to utilise the NECS for receiving dividend(s).
- d. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

### 17. Dividend and Related Information

- a. Dividend, as recommended by the Board of Directors, if approved at the AGM, shall be paid on or after Wednesday, September 21, 2022 but
- e. Members are requested to refer to the communication available on Company's website at [www.eclerx.com](http://www.eclerx.com) for the information with respect to the deduction of tax at source on dividend and for availing tax exemptions, as



mentioned therein. The said communication is also available on the website of stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

- f. A resident shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email or by visiting <https://ris.kfintech.com/form15/> on or before Thursday, September 8, 2022 to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Any communication on the tax determination/deduction received post Thursday, September 8, 2022 shall not be considered.
  - g. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the duly signed scanned documents by visiting <https://ris.kfintech.com/form15/> on or before Thursday, September 8, 2022.
  - h. Members will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (Refer Form 26AS).
  - i. Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the cut off date, and other documents available with the Company/KFinTech. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
  - j. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any appellate proceedings.
18. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange

of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, members/claimants are requested to submit such requests through prescribed Form ISR-4, made available on Company's website at <https://eclerx.com/investor-relations/forms-for-physical-shareholders/>, along with the documents / details specified therein.

19. Pursuant to the provisions of Section 72 of the Act read with Rules framed thereunder, Members are entitled to make nomination in respect of shares held by them in physical form. Accordingly, Members are requested to do so through prescribed Form SH-13 or Form ISR-3, made available on Company's website at <https://eclerx.com/investor-relations/forms-for-physical-shareholders/>, along with the documents / details specified therein

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **SPECIAL BUSINESS - ITEM NO. 4**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 9, 2022, approved appointment of Mr. Naresh Chand Gupta (DIN: 00172311) as an Additional Director (till the conclusion of this Annual General Meeting) designated as Non-Executive Independent Director, not liable to retire by rotation, for a tenure of 5 (five) consecutive years commencing from August 9, 2022 to August 8, 2027, subject to approval of the shareholders.

As an Additional Director, Mr. Naresh Chand Gupta holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declarations/disclosures from Mr. Naresh Chand Gupta confirming that he meets the criteria as prescribed under the Act and SEBI Listing Regulations. Mr. Naresh Chand Gupta is not disqualified from being appointed as a Director under provisions of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as an Independent Director of the Company.

Mr. Naresh Chand Gupta is founder and CEO of Accuracap Consultancy Services, a technology oriented public market investment firm. Before that, he headed the Applied AI group at LNK corporation and was founding Managing Director of Adobe India, Sr. Vice President, Adobe Inc. and General Manager of Print and Publishing Business Unit, where he headed one of the three Adobe's global business units, responsible for engineering, product management, marketing, sales, and P&L of print,

eLearning, gaming, and several other classic publishing product lines.

In terms of Section 160 of the Act, Nomination and Remuneration Committee has recommended the appointment of Mr. Naresh Chand Gupta as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Act. The Company has also received a notice in writing from a Member proposing the candidature of Mr. Naresh Chand Gupta to be appointed as Director of the Company.

In the opinion of the Board, Mr. Naresh Chand Gupta is a person of integrity, fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. The Board believes that Mr. Naresh Chand Gupta possesses relevant expertise and experience for being appointed as an Independent Director of the Company and considers his association to be of immense benefit to the Company.

A copy of the appointment letter, setting out his terms and conditions of appointment is available on the website of the Company at [www.eclerx.com](http://www.eclerx.com) and will be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such document can send an e-mail to [investor@eclerx.com](mailto:investor@eclerx.com).

Additional information in respect of Mr. Naresh Chand Gupta, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure to this Notice.

Except Mr. Naresh Chand Gupta and/or his relative(s), none of the other Directors, KMPs and/or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for the approval of the Members.

### **SPECIAL BUSINESS - ITEM NO. 5**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 9, 2022, approved appointment of Mr. Naval Bir Kumar (DIN: 00580259) as an Additional Director (till the conclusion of this Annual General Meeting) designated as Non-Executive Independent Director, not liable to retire by rotation, for a tenure of 5 (five) consecutive years commencing from August 9, 2022 to August 8, 2027, subject to approval of the shareholders.

As an Additional Director, Mr. Naval Bir Kumar holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declarations/disclosures from Mr. Naval Bir Kumar confirming that he meets the criteria as prescribed under the Act and SEBI Listing Regulations. Mr. Naval Bir Kumar is not disqualified from being appointed as a Director under provisions of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as an Independent Director of the Company.

Mr. Naval Bir Kumar has a diverse experience in financial services over the last 30 years. He has worked with Indian Companies and Multi Nationals and has held leadership positions in investment banking, asset management, treasury and consumer banking. He served as an investment banker in ANZ Grindlays Bank, where he launched ANZ Grindlays Mutual Fund, India's first foreign bank owned Mutual Fund. He was CEO of the ANZ Grindlays Mutual Fund business for 16 years. He was an AMFI Board member for many years and worked with SEBI on evolving various regulations. He was also the Head of Consumer Banking on receiving the banking license to re-imagine and build a digital led, branch light model.

In terms of Section 160 of the Act, Nomination and Remuneration Committee has recommended the appointment of Mr. Naval Bir Kumar as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Act. The Company has also received a notice in writing from a Member proposing the candidature of Mr. Naval Bir Kumar to be appointed as Director of the Company.

In the opinion of the Board, Mr. Naval Bir Kumar is a person of integrity, fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. The Board believes that Mr. Naval Bir Kumar possesses relevant expertise and experience for being appointed as an Independent Director of the Company and considers his association to be of immense benefit to the Company.

A copy of the appointment letter, setting out his terms and conditions of appointment is available on the website of the Company at [www.eclerx.com](http://www.eclerx.com) and will be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such document can send an e-mail to [investor@eclerx.com](mailto:investor@eclerx.com).

Additional information in respect of Mr. Naval Bir Kumar, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure to this Notice.

Except Mr. Naval Bir Kumar and/or his relative(s), none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for the approval of the Members.

#### **SPECIAL BUSINESS - ITEM NO. 6**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 9, 2022, approved appointment of Ms. Roshini Bakshi (DIN: 01832163) as an Additional Director (till the conclusion of this Annual General Meeting) designated as Non-Executive Independent Director, not liable to retire by rotation, for a tenure of 5 (five) consecutive years commencing from August 9, 2022 to August 8, 2027, subject to approval of the shareholders.

As an Additional Director, Ms. Roshini Bakshi holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declarations/disclosures from Ms. Roshini Bakshi confirming that she meets the criteria as prescribed under the Act and SEBI Listing Regulations. Ms. Roshini Bakshi is not disqualified from being appointed as a Director under provisions of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given her consent to act as an Independent Director of the Company.

Ms. Roshini Bakshi is a Managing Director, Private Equity at Everstone Capital Asia Pte based out of Singapore. Her role includes evaluating new opportunities in the consumer sector and driving value creation in investee companies in all sectors in the areas of go to market, human capital management, and brand transformation. She has more than 29 years of general management and marketing experience and strong track record in consumer industries, setting strategy and improving operational effectiveness to create greater financial returns. Prior to Everstone, she was the CEO and Managing Director for the Walt Disney Company's Consumer, media and retail business for South Asia.

In terms of Section 160 of the Act, Nomination and Remuneration Committee has recommended the appointment of Ms. Roshini Bakshi as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Act. The Company has also received a notice in writing from a Member proposing the candidature of Ms. Roshini Bakshi to be appointed as Director of the Company.

In the opinion of the Board, Ms. Roshini Bakshi is a person of integrity, fulfils the conditions for her appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. The Board believes that Ms. Roshini Bakshi possesses relevant expertise and experience for being appointed as an Independent Director of the Company and considers her association to be of immense benefit to the Company.

A copy of the appointment letter, setting out her terms and conditions of appointment is available on the website of the Company at [www.eclerx.com](http://www.eclerx.com) and will be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such document can send an e-mail to [investor@eclerx.com](mailto:investor@eclerx.com).

Additional information in respect of Ms. Roshini Bakshi, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure to this Notice.

Except Ms. Roshini Bakshi and/or her relative(s), none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of the Members.

#### **SPECIAL BUSINESS - ITEM NO. 7**

The Members of the Company at the 19<sup>th</sup> Annual General Meeting (AGM) approved that Non-Executive Independent Directors be paid remuneration by way of commission, aggregately not exceeding 1% of the net profit of the Company for the respective financial year, subject to a limit of Rs. 22,50,000/- (Rupees Twenty Two Lakhs Fifty Thousand only) per annum per Non-Executive Independent Director.

The Board of your Company comprises of qualified and professional Non-Executive Independent Directors carrying high level of expertise in various functional areas including strategy, planning and business acumen, with appropriate balance of skill, experience, knowledge. Also, dynamic regulatory environment, complexity and large scale of business operations and increasing expectations of stakeholders emanating from pursuit to achieve the highest standards of corporate governance have cast additional responsibilities on the Non-Executive Independent Directors, now than ever, widening the role they play on the Board.

The Board is of the firm view that the Non-Executive Independent Directors should be adequately

compensated for their valuable time, efforts and guidance as also to attract and retain pool of experience, diversity and talent for growth of the Company. The Company also conducted a peer Benchmarking study for the remuneration paid to Non-Executive Independent Directors across the industry which also suggested that it would be fair to revisit the above mentioned limit.

In view of the above, it is proposed to increase the above mentioned limit of remuneration by way of commission to Rs. 35,00,000/- (Rupees Thirty Five Lakhs Only) per annum per Non-Executive Independent Director, for the period commencing from financial year 2022-23 till financial year 2024-25, which will be within the overall limit of 1% of the net profit of the Company for the respective financial year, computed, inter-alia, in accordance with Section 198 of the Companies Act, 2013. The same is as recommended by Nomination and Remuneration Committee and approved by Board of Directors of the Company at its meeting held on August 9, 2022. The said per annum limit of Rs. 35,00,000/- (Rupees Thirty Five Lakhs Only) is the upper ceiling and the Board of Directors (including any committee thereof) based inter-alia, on the performance of the Company will decide the actual amount payable to the Non-Executive

Independent Directors in terms of commission, which may not necessarily be Rs. 35,00,000/- per annum but may even be lower than that.

Section 197 of the Companies Act, 2013 requires the Special Resolution to be passed by the Members of the Company in General Meeting for payment of remuneration by way of commission to Non-Executive Independent Directors. It may be noted that specified particulars of Non-Executive Independent Directors remuneration are also set out in Directors' Report and Corporate Governance Report of the Company for the financial year ended March 31, 2022.

The Non-Executive Independent Directors, (including their relatives) are interested in this Resolution insofar as the same relates to their respective commission and their shareholding in the Company, if any. None of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for the approval of the Members.

# ANNEXURE TO THE NOTICE

## DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

NAME	ANJAN MALIK	NARESH CHAND GUPTA	NAVAL BIR KUMAR	ROSHINI BAKSHI
DIN	01698542	00172311	00580259	01832163
Designation	Non- Executive Director	Non- Executive Independent Director	Non- Executive Independent Director	Non- Executive Independent Director
Age	52 years	55 years	57 years	55 years
Profession	Business Executive	Business Executive	Business Executive	Business Executive
Date of first appointment on the Board	May 10, 2000	August 9, 2022	August 9, 2022	August 9, 2022
Shareholding in the Company as on the date of this Notice	9,007,664 (26.63%)	Nil	Nil	Nil
Qualifications	Bachelor's Degree in Physics, with honours from the Imperial College of Science and Technology, London (UK) and a Masters of Business Administration degree in Finance from the Wharton School of Pennsylvania (USA)	M.S and Ph.D. in Computer Science from University of Maryland, College Park and B.Tech in Computer Science from Indian Institute of Technology (Kanpur)	Post-Graduation in Management from Indian Institute of Management (Calcutta)	Masters of Business Administration degree from the Indian Institute of Management (Ahmedabad) and and undergraduate degree, majoring in Economics, with honours from St Stephens College (Delhi)
Brief resume (Experience and Expertise)	Mr. Anjan Malik, is a co-founder and Non-Executive Director of eClerx Services Limited and the Executive Director of its on-shore subsidiaries. He has over 31 years of experience across consulting, investment banking and knowledge process outsourcing. He has worked with Accenture in Europe and Lehman Brothers in the US before starting eClerx with Mr. PD Mundhra, in 2000.	Refer Explanatory Statement to Item No. 4	Refer Explanatory Statement to Item No. 5	Refer Explanatory Statement to Item No. 6
Skills and capabilities required for the role	N.A.			
Terms and conditions of re-appointment	As per the existing terms and conditions and in accordance with the provisions of Companies Act, 2013			
Relationship with other directors and Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel			
Directorships held in other Companies	N.A.	1. Info Edge (India) Limited	1. India Ratings and Research Private Limited 2. Bombay Gymkhana Limited	1. JM Financial Limited 2. Persistent Systems Limited 3. JM Financial Products Limited 4. Culinary Brands Private Limited

NAME	ANJAN MALIK	NARESH CHAND GUPTA	NAVAL BIR KUMAR	ROSHINI BAKSHI
Memberships/Chairmanships held in committees of the Board of other companies along with listed entities from which the person has resigned in the past three years.	N.A.	1. Membership in Audit Committee and Stakeholders Relationship Committee of Info Edge (India) Limited 2. Membership in Audit Committee Chairmanship and Membership in Risk Management committee of Affle (India) Limited (Resigned w.e.f. June 1, 2020)	Nil	1. Membership in Audit Committee and Remuneration and Compensation Committee of JM Financial Limited 2. Membership in Audit Committee, Remuneration and Compensation Committee and Investment Committee and Chairmanship in the Executive Committee of Persistent Systems Limited
The number of meetings of the Board attended during FY2022	5 out of 5	N.A.*	N.A.*	N.A.*
Remuneration last drawn	No remuneration had been paid, by the Company, during FY2022.  However, he was paid Rs. 22.25 million (which includes Rs. 14.11 million of bonus provisions) from eClerx Limited, (U.K.) and Rs. 8.14 million from eClerx Investments (U.K.) Limited, wholly owned subsidiaries of the Company during FY2022.	N.A.*	N.A.*	N.A.*

\*Appointed on Company's Board as an Additional Non- Executive Independent Director w.e.f. August 9, 2022, subject to shareholder's approval.



**eClerx Services Limited**

CIN: L72200MH2000PLC125319

Regd. Office: Sonawala Building, 1st Floor, 29 Bank Street, Fort, Mumbai - 400 023

Phone No.: +91 (22) 6614 8301, Fax No.: +91 (22) 6614 8655,

Email Id: investor@eclerx.com, Website: [www.eclerx.com](http://www.eclerx.com)

**ADDENDUM TO THE NOTICE DATED AUGUST 9, 2022 CONVENING THE 22<sup>ND</sup> ANNUAL GENERAL MEETING (AGM) OF THE COMPANY**

eClerx Services Limited ("the Company") had issued Notice dated August 9, 2022 convening the 22<sup>nd</sup> AGM of the Company ("AGM Notice") on Wednesday, September 21, 2022 at 12:30 p.m. IST through Video Conferencing or Other Audio Visual Means facility to transact the business as detailed in the said AGM Notice. The said AGM Notice has already been electronically dispatched to all the shareholders of the Company on August 30, 2022 in due compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

Subsequent to the issuance of AGM Notice, Ms. Roshini Bakshi, Additional (Non-executive Independent) Director of the Company tendered her resignation with effect from September 9, 2022. Accordingly, following addendum is being issued to the shareholders and all other concerned stakeholders. This addendum shall be deemed to be an integral part of the AGM Notice of the Company dated August 9, 2022.

**WITHDRAWAL OF AGENDA ITEM NUMBER 6 OF THE NOTICE OF 22<sup>ND</sup> AGM OF THE COMPANY PERTAINING TO APPOINTMENT OF MS. ROSHINI BAKSHI (DIN: 01832163) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY, DUE TO HER RESIGNATION**

The Company has to withdraw Agenda Item No. 6 proposing candidature of Ms. Roshini Bakshi (DIN: 01832163) for appointment as a Non-executive Independent Director of the Company pursuant to the provisions of the Companies Act, 2013 read with Rules framed thereunder and read with all circulars, notifications, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other provisions of law, as applicable for the time being, from the AGM Notice due to resignation of the said Director.

Ms. Roshini Bakshi tendered her resignation with effect from September 9, 2022, for the below mentioned reason:

She is the Managing Director of the Private Equity Business of Everstone Capital Asia Pte Ltd. There are investments that the Everstone Group is evaluating that she is asked to lead, and this could lead to conflict with her role at eClerx as she will have access to confidential information that could compromise her position. She has therefore decided to step down from the Board.

She has also confirmed that there were no other material reasons for her resignation as a Non-Executive Independent Director of the Company other than stated above.

Accordingly, all the concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agents, agencies / firms and others appointed for remote e-voting, other authorities, regulators and all other concerned persons are requested to take notice of the same.

Save and except the additional information mentioned hereinabove, all other details given in the AGM Notice including the processes, notes and instructions relating to e-voting shall remain unchanged. The AGM Notice should be read in continuation with this Addendum.

By order of the Board of Directors,

**For eClerx Services Limited**

pratik.bha  
nushali@e  
clerx.com

Digitally signed by  
pratik.bhanushali@eclerx  
.com  
DN:  
cn=pratik.bhanushali@ec  
lerx.com  
Date: 2022.09.09  
17:13:33 +05'30'

**Pratik Bhanushali**  
Company Secretary  
F8538  
Mumbai,  
September 9, 2022

**Registered Office:**

Sonawala Building, 1<sup>st</sup> Floor, 29 Bank Street, Fort, Mumbai -400 023

CIN: L72200MH2000PLC125319, Website: [www.eClerx.com](http://www.eClerx.com), E-mail: [investor@eclerx.com](mailto:investor@eclerx.com)

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